UNITED STATES SEGURIARIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

7 AUDENOTICE OF SALE OF SECURITIES
111PURSUANT TO REGULATION D,
111PURSUANT TO REGULATION D,
110NIFORM LIMITED OFFERING EXEMPTION

1770						
OMB APPI	ROVÁL					
OMB Number: Expires:	3235-0076					
Estimated average	burden					
hours per respons	e 16.00					
SEC USE	ONLY					
Prefix	Serial					
DATE RECEIVED						
1	1					

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)								
Series A Preferred Stock Financing								
Filing Under (Check box(es) that apply):	□Rule 504	☐ Rule 505	⊠Rule	506	Section 4(6)	□ ULOE		
Type of Filing: New Filing	☐Amendment ☐							
	A. BASIC ID	ENTIFICATION	N DATA	•		TÜÜL TOMU ARMA ONNI RAMA INNI MAKA AMI IOON		
 Enter the information requested about 	the issuer				{####			
Name of Issuer (☐ check if this is an amer	idment and name has	changed, and ir	idicate cha	nge.)	} ! {{ } { }{ }{ }{ }{ }{ }{ }{ }{ }{ }{ }{ }{ }{			
VeraCarta Corporation						08060926		
Address of Executive Offices	(Number and Stree	t, City State, Zi	p Code)	Telephone :	Number (incide	Hig rates com,		
4400 Bohannon Drive, Suite 100, Menlo	Park, CA 94025		<u> </u>	415-60	1-9674			
Address of Principal Business Operations	(Number and Stree	et, City State, Zi	p Code)	Telephone	Number (Includ	ing Area Code)		
(if different from Executive Offices)		PDC	CESS	FD				
Brief Description of Business		- 1110		-	SEC WOITPRE			
Software		SE	P 2 4 200	8 5	90616			
Type of Business Organization	·	THOM	CON DE	ITEDĈ	SEP 172	999		
⊠ corporation	☐ limited partners	hip, aiready for	DON KE	UIEKO oth	er (plense speci	(v):		
□ business trust	limited partners!	hip, to be forme	d		er (plense speci	11,88		
		Month Y	ear		444			
Actual or Estimated Date of Incorporation	or Organization:	0 6 0	7	⊠ Actual	☐ Estimate	ed.		
Jurisdiction of Incorporation or Organizati	• •	ter U.S. Postal : a; FN for other :			r State:	DE		

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This Notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC IDENTIF	ICATION DATA			
2. Enter the informati • Each prot	•	the following: er, if the issuer has been (organized within the past	five years;		
	eficial owner hav	ring the power to vote or f the issuer;	dispose, or direct the vot	e or disposition	of, 10	0% or more of a
	utive officer and	l director of corporate iss	suers and of corporate gen	neral and manag	ing p	artners of
-	-	g partner of partnership	issuers.			
Check Box(es) that Apply:	☐ Promoter	☑Beneficial Owner	□Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first,	if individual)			·		
William H. Harris			_			
Business or Residence Add	ress (Number and	d Street, City, State, Zip	Code)			
137 Moore Road, Woods	ide, CA 94062					
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	□Executive Officer	☐ Director	. 🗖	General and/or- Managing Partner
Full Name (Last name first,	if individual)				À.	
First Round Capital						
Business or Residence Add	ress (Number and	d Street, City, State, Zip	Code)		:	
		04, West Conshobocken, I		<u> </u>	٠.	
Check Box(es) that Apply:	☐ Promoter	⊠Beneficial Owner	☑Executive Officer	☑Director		General and/or Managing Partner
Full Name (Last name first,	-					
Mark Goines c/o Goin						
Business or Residence Add			Code)			
Check Box(es) that Apply:	☐ Promoter	□Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Full Name (Last name first,	if individual)					
Business or Residence Add	ress (Number and	d Street, City, State, Zip	Code)		iği i P	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner
Fuil Name (Last name first,	if individual)					
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)	<u></u>		
Check Box(es) that Apply:	☐ Promoter	☐Beneficial Owner	☐ Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first,	if individual)				• .	
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠Director		General and/or Managing Partner
Full Name (Last name first,	if individual)					THE TANKE
Business or Residence Add	ress (Number an	d Street, City, State, Zip	Code)			
· · · · · · · · · · · · · · · · · · ·	(Use bla	ink sheet, or copy and use addi	tional copies of this sheet, as no	ecessary)		

	- ,				В. І	NEODN	IATION AI	POTET OF	PEDINC				
1.	Has t	he issuer so	old, or doe	s the issue			on-accredite			ering?	Y	es 🗆 N	
			• "			-	dix, Column						
2.	What	is the min	imum inve	stment tha	t will be ac	ccepted f	rom any ind	ividual?		**********	S	N/A	
3.	Does	the offerin	g permit je	oint owners	ship of a si	ingle unit	?	**************		•••••	Y	es 🗆 🐧	√o ⊠
	simila an ass or de	ir remuner sociated pe aler. If m	ation for so rson or ago ore than f	olicitation (ent of a bro	of purchas oker or dea sons to be	ers in co ler regist	nnection wi ered with th	th sales of see SEC and	securities i /or with a s	n the offeri	ng. If a es, list th	, any comm person to be se name of th ou may set	listed is ne broker
Full	Name	(Last nan	ne first, if i	individual)									
Bus	iness (or Residen	ce Address	(Number	and Street	, City, St	ate, Zip Coo	le)					
Nan	ne of A	Associated	Broker or	Dealer				-			•		•
							licit Purcha			***********		🗆 A	ll States
	. 🗆	AK 🗆	AZ 🗆	AR 🗆	CA 🗆	со 🗆		DE 🗆	DC 🗆	FL 🛚	GA□	_	ם ם
IL		IN 🗆	IA 🗆	кѕ 🗆	KY 🗆	ᅜ□	ME 🗆	MD 🗖	MA □	мі 🗆	MN 🗆	MS □	мо 🗆
MT		NE 🗆	NV 🗆	ин □	NJ 🗀	NM 🗆	NY 🗆	NC 🗆	ND 🗖	он 🗆	ок 🗆	OR 🗆	PA 🗆
RI		sc 🗆	sd 🗆	ти□	тх□	∪ா 🗆	VT 🗆	VA 🗆	WA □	w 🗆	wi 🗀	wy 🗆	PR 🗅
Full	Name	(Last nan	ne first, if	individual)			-						
Bus	iness (or Residen	ce Address	s (Number	and Street	, City, St	ate, Zip Coo	ie)					
Nan	ne of A	Associated	Broker or	Dealer							-		
							licit Purcha						
	(Chec	K "All Stat AK □	les" or che AZ. 🗆	AR 🗆							GA □		11 States
					CA 🗆	CO 🗆		DE 🗆	pc 🗆	FL 🖸			ם מו
		IN \square		KS □	KY 🗆			MD 🗆	MA 🗆	MI 🗆	MN 🗆		MO 🗆
		NE 🗆 SC 🗆	NV 🖸 SD 🗆	NH □ TN □	LN L XI	NM 🗆		NC 🗆	ND 🗆	OH 🗆	OK 🗆		PA 🗖
				individual)		<u>U</u> T 🗖	VT 🗆	VA 🗆	WA 🗆	w 🗅	WI 🗆	WY 🗆	PR 🗆
Bus	iness o	or Residen	ce Address	(Number	and Street	, City, St	ate, Zip Coo	le)					11 -
Nan	ne of A	Associated	Broker or	Dealer				······································					
							licit Purcha					ПА	II States
		AK 🖸	AZ 🗆	AR 🗆	CA 🗆	со 🏻		DE 🗆	pc 🗆	FL 🗆	GA □		ID 🗆
		IN 🗆	IA 🗆	KS □	KY □	LA 🗆	•	MD 🗀	MA 🗆	м 🗆	MN 🗆		 MO □
		NE 🗆	NV 🗖	NH 🗆	NJ 🗆	NM 🗆		NC 🗆	ND 🗆	он □	ок □		PA 🗆
		sc 🗆	so 🗆	TN 🗆	тх 🗆	ut 🗆		VA 🗆	WA 🗆	w 🗆	w 🗆		PR 🖸

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Type of Security Debt	1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities for exchange and already exchanged.					
Equity		Type of Security	o			A	_
Common El Preferred		Debt	\$	-0-		\$	-0-
Partnership Interests S			\$	625,00	0	\$	625,000
Other (Specify		Convertible Securities (including warrants)	S	-0-		\$	
Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504 indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero." Aggregate Number Numbe		Partnership Interests	\$	-0-		\$	-0-
Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504 indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero." Aggregate Number Numbe		Other (Specify)	. \$	-0-		\$	-0-
Answer also in Appendix, Column 3, if filling under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule S04, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero." Accredited Investors				625,00	0	\$	625,000
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if the answer is "none" or "zero." Number			•				
Non-accredited Investors	2.	securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter				J	Dollar Amount
Non-accredited Investors		A gornditud Inspector		3		s	625 000
Total (for filings under Rule 504 only)			_				
Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C ~ Question 1. Type of Offering Type of Offering Rule 505			_				
for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Offering Rule 505				-0-		J)	
Type of Offering Rule 505	3.	for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify					
Regulation A		Type of Offering		• •		,	
Rule 504		Rule 505		-0-		\$	-0-
Total		Regulation A		-0-		\$	-0-
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		Rule 504		-0-		\$	-0-
distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		Total	_	-0-		\$	-0-
Printing and Engraving Costs Legal Fees	4.	distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and					
Legal Fees ■ \$ 10,000 Accounting Fees ■ \$ -0- Engineering Fees ■ \$ -0- Sales Commissions (specify finders' fees separately) ■ \$ -0- Other Expenses (identify) ■ \$ -0-		Transfer Agent's Fees	•••••	•••••		\$	-0-
Accounting Fees		Printing and Engraving Costs	•••••			\$	-0-
Engineering Fees		Legal Fees		•••••	×	\$	10,000
Sales Commissions (specify finders' fees separately)		Accounting Fees	•••••			\$	-0-
Other Expenses (identify)		Engineering Fees		• • • • • • • • • • • • • • • • • • • •		\$	-0-
- Inferior (deficie)		Sales Commissions (specify finders' fees separately)		*******		\$	-0-
		Other Expenses (identify)	• • • • • • • • • • • • • • • • • • • •	•••••		\$	-0-
		Total	••••••	••••••	X	\$	10,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMBER OF INVESTORS, EX	PEN	SES.	AND USE OF PR	OCE	EDS	
	 b. Enter the difference between the aggregate offering price given in Part C - Question 1 and total expenses furnished in response to Part C 4.a. This difference is the "adjusted gross proceeds to the issuer." 	- Q1	uestio	n		\$	615,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuproposed to be used for each of the purposes shown. If the amount for a is not known, furnish an estimate and check the box to the left of the est total of the payments listed must equal the adjusted gross proceeds to the forth in response to Part C — Question 4.b above.	iny p imat	urpos e. Th	se Le			
				Payments to Officers, Directors & Affiliates			Payments to Others
	Salaries and fees		S	-0-		\$	
	Purchase of real estate		S	-0-		\$	-0-
	Purchase, rental or leasing and installment of machinery and equipment		\$	-0-		\$	-0-
	Construction or leasing of plant buildings and facilities		\$	-0-		\$	0-
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		S	-0		\$	-0-
	Repayment of indebtedness		S	-0-		\$	-0-
	Working capital		\$	-0-	X	\$	
	Other (specify):		\$	-0-		S	-0-
			\$	-0-		\$	-0-
	Column Totals		S	-0-	×	\$	615,000
	Total Payments Listed (column totals added)			x \$	6	15,00	00
1 A. T.	D. FEDERAL SIGNA	TU	RE .				
the wri	e issuer has duly caused this notice to be signed by the undersigned duly a following signature constitutes an undertaking by the issuer to furnish the ten request of its staff, the information furnished by the issuer to any the 502.	o the	U.S.	Securities and Ex	ccbang	ge Co	ommission, upon
Issi	ner (Print or Type) Signature	7	,	Dat	$\sim I$ (1	
Ve	raCarta Corporation // Wall //	<u>_</u>		9	["/	08	
Na	me of Signer (Print or Type) Title of Signer (Print or Type)	ype)					
M	ark Goines President and CE)					

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

APPENDIX										
1	Intend	to sell	3 Type of	·	. 4					
	invest Sta	on- dited fors in ate -Item 1)	security and aggregate offering price offered in State (Part C-Item 1)		amount purc	nvestor and hased in State -Item 2)		(if yes, explana waiver g	ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK				· · · · · · · · · · · · · · · · · · ·	<u></u>		<u> </u>			
AZ										
AR										
CA		X	Series A Preferred Stock	2	\$175,000.00				SI.	
СО			7.000,000							
CT		□.			· · · · · · · · · · · · · · · · · · ·					
DE										
DC										
FL										
GA			·							
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APPENDIX											
1	:	2	3		4 5						
	to r accre invest St	to sell non- edited tors in ate -Item 1)	Type of security and aggregate offering price offered in State (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)						
1				Number of		Number of Non-					
State	Yes	No		Accredited Investors	Amount	Accredited Investors	Amount	Yes	No		
MT											
NE											
NV											
NH											
NM						-					
NY			\								
NC			,								
ND											
ОН			<u> </u>					1			
OK.			<u> </u>								
OR											
PA		×	Series A	I	\$450,000.00				×		
RI			Preferred Stock								
SC											
SD						<u> </u>					
TN				i					0		
TX				·							
זט											
VT											
VA											
WA											
WV											
WI						$\mathcal{F}\mathfrak{I}$	\mathcal{D}				
WY											
PR					··						